

EXHIBIT D

Benjamin Nelson
pka Ben E. King
1301 Princeton Road
Teaneck, NJ 07666

Artists Rights Enforcement Corporation
1430 Broadway-Suite 505
New York, NY 10018
Attention: Chuck Rubin

December 15th, 2014

Dear Mr. Rubin:

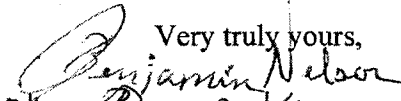
This letter describes the terms on which I am retaining Artists Rights Enforcement Corporation ("AREC") to provide professional services to me in connection with undertaking an audit of Sony/ATV Music Publishing regarding royalties previously paid to me for two songs co-written by me: "There Goes My Baby" and "Stand By Me".

You have agreed that you will retain the accounting firm of Prager Metis to perform the audit and shall advance, at your sole risk, all of the costs of the audit. That is, these costs are recoupable only and I am not responsible for any such costs that you fail to recover from the results of the audit. You will instruct Prager Metis to perform the audit as soon as possible. You shall also coordinate the disposition of the audit with Sony/ATV when the audit report is complete.

You have agreed to perform these services for me on a purely contingent basis after recovery of all of your recoupable costs; that is, you shall be entitled to receive thirty three and one third percent (33 1/3%) of the net amount you are able to recover from Sony/ATV based on the audit. However, in the event litigation is necessary to resolve the audit, you shall be entitled to receive fifty percent (50%) of the net amount you are able to recover from Sony/ATV. The term "net amount" shall mean the gross recovery less only your recoupable costs. You are authorized to advise Sony/ATV to pay any audit settlement to AREC, you shall deposit such monies in your escrow account and you shall promptly remit such monies to me after deducting only the recoupable audit costs and the applicable commission.

I am retaining Peter Lane, Esq. Eric L. Lane, Esq. and Ross Charap, Esq. as my attorneys in connection with the matters hereunder. It is understood, however, that they shall look solely to you for payment of their fees and you shall pay them from any fees received by you hereunder.

If these terms are acceptable to you, please sign and return this letter to me. I look forward to working with you.

Very truly yours,

pka ~~Ben E. King~~
Benjamin Nelson
pka Ben E. King

Accepted By:

ARTISTS RIGHTS ENFORCEMENT CORP.

By:



Chuck Rubin